

Page 5, line 14, after "air" insert -is-;
 line 15, after "8" insert --and--;
 line 19, cancel "sponge";
 same line, before "will" insert --6--;
 line 23, cancel "or noise" and substitute therefor
 --, or noise,--.

IN THE CLAIMS:

1. (Amended) A noise-making sole for footwear comprising:
 a sole for said footwear having an inner surface and an outer surface including a heel;
 a [sponge-like] spongy material disposed adjacent said inner surface over a majority of ^{including a cavity} ~~said sole~~ ^{within said cavity and sole} ~~thereof in a location~~ remote from said heel;
 a sheet of material covering said inner surface and said [sponge-like] spongy material;
 a [cylindrical-like] passageway disposed in said sole in communication with said [sponge-like] spongy material and an exterior of said heel [adjacent] ^{in said cavity} ~~at~~ a back of said footwear; and
 a one-way air noise-maker disposed in said passageway adjacent said exterior of said heel, said noise-maker enabling [sponge-like] ^{said} spongy material to draw air therethrough after a step is taken and said [sponge-like] spongy material is deflated to inflate said [sponge-like] spongy material without emitting noise and to make noise by air passing therethrough when a step is taken and said [sponge-like] spongy material is deflated thereby providing only a single noise per step of a person wearing said footwear.

Claim 2, line 2, cancel "sponge-like" and substitute therefor
 --spongy--;
 Claim 5, line 3, cancel "-like";
 line 13, cancel "-like";
 Claim 11, line 3, cancel "-like";
 line 13, cancel "-like";
 Claim 15, line 3, cancel "-like";
 line 13, cancel "-like";
 Claim 18, line 3, cancel "-like"; and
 line 13, cancel "-like".

IN THE ABSTRACT:

Page 12, line 2, cancel "A noise-making sole for footwear comprising a " and substitute therefor --A--;
 line 3, cancel "the";
 same line, cancel "having" and substitute therefor
 --has--;
 line 5, cancel ";(semi-colon) and substitute therefor
 -- . --(period);